

**DENTONS US LLP**

Lauren Macksoud (admitted)  
101 JFK Parkway  
Short Hills, NJ 07078  
Telephone: (973) 912-7100  
Facsimile: (973) 912-7199  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)

Tania M. Moyron (admitted *pro hac vice*)  
Van C. Durrer, II (admitted *pro hac vice*)  
601 S. Figueroa Street #2500  
Los Angeles, CA 90017  
Telephone: (213) 623-9300  
Facsimile: (213) 623-9924  
Email: [tania.moyron@dentons.com](mailto:tania.moyron@dentons.com)  
[van.durrer@dentons.com](mailto:van.durrer@dentons.com)

John D. Beck (admitted *pro hac vice*)  
Sarah M. Schrag (admitted *pro hac vice*)  
1221 Avenue of the Americas  
New York, NY 10020-1089  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [john.beck@dentons.com](mailto:john.beck@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

*Proposed Counsel for Debtors and  
Debtors in Possession*

**TOGUT, SEGAL & SEGAL LLP**

Frank A. Oswald (admitted)  
550 Broad Street  
Suite 1508  
Newark, NJ 07102  
Telephone: (212) 594-5000  
Facsimile: (212) 967-4258  
Email: [frankoswald@teamtogut.com](mailto:frankoswald@teamtogut.com)

Albert Togut (admitted *pro hac vice*)  
Amanda C. Glaubach (admitted *pro hac vice*)  
Eitan Blander (admitted *pro hac vice*)  
One Penn Plaza, Suite 3335  
New York, New York 10119  
Telephone: (212) 594-5000  
Facsimile: (212) 967-4258  
Email: [altogut@teamtogut.com](mailto:altogut@teamtogut.com)  
[aglaubach@teamtogut.com](mailto:aglaubach@teamtogut.com)  
[eblander@teamtogut.com](mailto:eblander@teamtogut.com)

*Proposed Counsel for Debtors and  
Debtors in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF NEW JERSEY**

In re:  
Powin, LLC, *et al.*,<sup>1</sup>  
Debtors.

Chapter 11  
Case No. 25-16137 (MBK)  
(Jointly Administered)

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: (i) Powin Project LLC [1583]; (ii) Powin, LLC [0504], (iii) PEOS Holdings, LLC [5476], (iv) Powin China Holdings 1, LLC [1422], (v) Powin China Holdings 2, LLC [9713], (vi) Charger Holdings, LLC [15241], (vii) Powin Energy Ontario Storage, LLC [8348], (viii) Powin Energy Operating Holdings, LLC [22495], (ix) Powin Energy Operating, LLC [6487] (x) Powin Energy Storage 2, Inc., [9926]; (xi) Powin Energy Ontario Storage II LP, [5787]; and (xii) Powin Canada B.C. Ltd. [2239]. The Debtors' mailing address is 20550 SW 115th Avenue Tualatin, OR 97062.

**NOTICE OF DEADLINE TO ASSERT LIENS IN CONNECTION WITH BIDDING PROCEDURES AND UPCOMING SALE AND AUCTION**

**PLEASE TAKE NOTICE** that, on July 1, 2025, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed their *Motion of the Debtors for Entry of an Order (I) Designating a Stalking Horse Bidder and Approving Stalking Horse Bidder Protections (II) Approving Bidding Procedures by Which Interested Parties May Bid and an Auction Sale Format in Connection with the Sale of Substantially All of the Debtors’ Assets, (III) Approving Form of Asset Purchase Agreement, (IV) Approving Form of Notice to be Provided to Interested Parties, (V) Authorizing the Assumption and Assignment of Assumed Contracts and Notice Procedures Thereto, (VI) Scheduling a Court Hearing to Consider Approval of the Sale to the Highest and Best Bidder, and (VII) Authorizing the Sale of Debtors’ Property Free and Clear of All Causes of Action and Claims* (the “Bidding Procedures Motion”) [Docket No. 228]. The Bidding Procedures Motion attached a proposed order (the “Bidding Procedures Order”) as Exhibit A, and proposed bidding procedures (as amended, the “Bidding Procedures”) were attached thereto [Docket No. 228-1].

**PLEASE TAKE FURTHER NOTICE** that, on July 7, 2025, the Debtors filed the *Notice of Filing of Stalking Horse APA, Amended Order Approving Bidding Procedures Order, and Amended Bidding Procedures* [Docket No. 271], which attached a true and correct copy of the stalking-horse APA (the “Stalking Horse APA”) with FlexGen Power Systems, LLC (“FlexGen”).

**PLEASE TAKE FURTHER NOTICE** that the Debtors hereby file, as Exhibit A, a schedule of inventory (the “Inventory”) with known asserted liens (the “Identified Liens”) and proposed cure amounts (“Lien Cure Amounts”).

**PLEASE TAKE FURTHER NOTICE** that, if any party asserts a lien that allegedly attaches to or encumbers any of the Inventory (an “Asserted Lien”) and (a) such Asserted Lien is

not listed as an identified Lien on **Exhibit A**, or (b) the amount of the Asserted Lien differs from the proposed Lien Cure Amount on **Exhibit A**, then the party must identify and provide notice of such Asserted Lien and/or asserted Lien Cure Amount (with such notice a “Lien Notice”).

**PLEASE TAKE FURTHER NOTICE** that the Lien Notice must: (a) be in writing; (b) comply with the applicable provisions of the Bankruptcy Rules, Local Bankruptcy Rules, and any order governing the administration of these chapter 11 cases; (c) state with specificity the nature of the alleged lien and alleged underlying debt; (d) attach relevant supporting documentation; and (e) be filed with the Court and served and actually received no later than **July 23, 2025 at 5:00 p.m. (EST)** (the “Lien Notice Deadline”) upon the (i) the Debtors, (ii) the Office of the United States Trustee for the District of New Jersey, (iii) counsel to the official committee of unsecured creditors appointed in these chapter 11 cases, (iv) FlexGen, c/o Latham & Watkins LLP, 1271 Avenue of the Americas, New York, NY 10020, Attention: Joe Alexander; Jen Smith, David Hammerman and Jeffrey Mispagel, [joe.alexander@lw.com](mailto:joe.alexander@lw.com); [jen.smith@lw.com](mailto:jen.smith@lw.com), [david.hammerman@lw.com](mailto:david.hammerman@lw.com) and [jeffrey.mispagel@lw.com](mailto:jeffrey.mispagel@lw.com), (v) counsel for the Debtors’ pre-petition secured lenders, c/o Faegre Drinker Biddle & Reath LLP, 1177 Avenue of the Americas, 43<sup>rd</sup> Floor, New York, NY, 10036, Attention: Mike Pompeo and Kyle Kistinger, [Michael.pompeo@faegredrinker.com](mailto:Michael.pompeo@faegredrinker.com); [kyle.kistinger@faegredrinker.com](mailto:kyle.kistinger@faegredrinker.com), and (vi) any other party that has filed a notice of appearance in these chapter 11 cases.

**PLEASE TAKE FURTHER NOTICE** that the failure of any party to provide a Lien Notice as required herein by the Lien Notice Deadline will, subject to entry of the Bidding Procedures Order, result in the expunction and forfeiture of any lien rights not properly noticed, including rights as applied to the Purchased Inventory and the proceeds of the Contemplated Transactions (each as defined in the Stalking Horse APA).

Dated: July 10, 2025

**DENTONS US LLP**

/s/ Lauren Macksoud

Lauren Macksoud (admitted)  
101 JFK Parkway  
Short Hills, NJ 07078  
Telephone: (973) 912-7100  
Facsimile: (973) 912-7199  
Email: [lauren.macksoud@dentons.com](mailto:lauren.macksoud@dentons.com)

Tania M. Moyron (admitted pro hac vice)  
Van C. Durrer, II (admitted pro hac vice)  
601 S. Figueroa Street #2500  
Los Angeles, CA 90017  
Telephone: (213) 623-9300  
Facsimile: (213) 623-9924  
Email: [tania.moyron@dentons.com](mailto:tania.moyron@dentons.com)  
[van.durrer@dentons.com](mailto:van.durrer@dentons.com)

John D. Beck (pro hac vice pending)  
Sarah M. Schrag (pro hac vice pending)  
1221 Avenue of the Americas  
New York, NY 10020-1089  
Telephone: (212) 768-6700  
Facsimile: (212) 768-6800  
Email: [john.beck@dentons.com](mailto:john.beck@dentons.com)  
[sarah.schrag@dentons.com](mailto:sarah.schrag@dentons.com)

- and -

**TOGUT, SEGAL & SEGAL LLP**

Frank A. Oswald (admitted)  
550 Broad Street, Suite 1508  
Newark, NJ 07102  
Telephone: (212) 594-5000  
Facsimile: (212) 967-4258  
Email: [frankoswald@teamtogut.com](mailto:frankoswald@teamtogut.com)

Albert Togut (admitted pro hac vice)  
Amanda C. Glaubach (admitted pro hac vice)  
Eitan Blander (admitted pro hac vice)  
One Penn Plaza, Suite 3335  
New York, New York 10119

Telephone: (212) 594-5000  
Facsimile: (212) 967-4258  
Email: [altogut@teamtogut.com](mailto:altogut@teamtogut.com)  
[aglaubach@teamtogut.com](mailto:aglaubach@teamtogut.com)  
[eblander@teamtogut.com](mailto:eblander@teamtogut.com)

*Proposed Counsel for Debtors and Debtors-in-Possession*